

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Hearing Date: February 27, 2011, at 9:00 a.m.
)	

**DEBTORS' STATEMENT OF SUPPORT REGARDING RENEWAL OF
APPLICATION OF THE DEBTORS TO AMEND THE ORDER AUTHORIZING
THE EMPLOYMENT AND RETENTION OF PRICEWATERHOUSECOOPERS LLP
AS AUDITORS AND TAX CONSULTANTS TO THE DEBTORS AND DEBTORS
IN POSSESSION BY PROVISION OF A WAIVER UNDER RULE 2016-(2)(G)
OF THE LOCAL RULES OF BANKRUPTCY PRACTICE AND PROCEDURE OF THE
UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE
[DOCKET NO. 27959]**

On November 14, 2011 the above-captioned debtors (collectively, the “Debtors”) filed their application (the “Application”) requesting the Court to enter an order (the “Order”) amending the order authorizing the employment and retention of PricewaterhouseCoopers LLP (“PwC”) as independent accountants and auditors to the Debtors by waiving the requirement that

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company and H-G Coal Company.

PwC bill activities in tenth of an hour (six (6) minute) units and authorizing PwC to record and submit a summary time report kept in one hour increments in its fee applications, thereby resulting in substantial savings to the Debtors' estates. No party in interest, including the United States Trustee or the fee examiner in these Chapter 11 Cases, objected to the Application.² On December 5, 2011 the Debtors filed a Certification of No Objection regarding the Application [Docket No. 28087].

A hearing was held on the Application on December 19, 2011 (the "Hearing"). During colloquy with Debtors' counsel at the Hearing, the Court stated that the Application could be renewed in its current form in the event the District Court for the District of Delaware (the "District Court") confirmed the Debtors' Plan. *See* 12/19/2011 Hng. Tr. 8:24 - 9:13. Thus, the Court did not rule on the Application at the Hearing, but continued the Application to the January 23, 2012 omnibus hearing, and further continued the Application to the February 27, 2012 omnibus hearing after the January 23, 2012 omnibus hearing was cancelled. *See* Amended Notice of Agenda of Matters Scheduled for Hearing on 1/23/2012 [Docket No. 28382] at 2-3.

On January 31, 2012 the District Court issued a memorandum opinion and entered an order confirming the Debtors' Plan and affirming and adopting in all respects this Court's findings of fact and conclusions of law. *See* Case No. 11-199, Memorandum Opinion [Docket No. 165] and Order [Docket No. 166]. Thus, at this time the Debtors hereby renew the Application, and respectfully request that the Court grant the Application and enter the Order, substantially in the form attached to the Application as Exhibit A.

² Capitalized terms not defined herein shall have the meaning ascribed to them in the *First Amended Joint Plan of Reorganization* in these Chapter 11 Cases, as amended, Docket Nos. 19579, 20666, 20872, 20873, 21594, 24657, 25881 & 26368 (the "Plan").

Dated: February 10, 2012

KIRKLAND & ELLIS LLP

Adam Paul
John Donley
300 North LaSalle Street
Chicago, IL 60654
(312) 862-2000

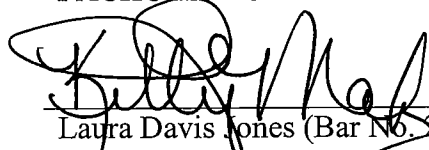
and

BAER HIGGINS FRUCHTMAN LLC

Janet S. Baer
Roger J. Higgins
111 East Wacker Drive
Suite 2800
Chicago, IL 60601
(312) 836-4047

and

PACHULSKI STANG ZIEHL & JONES LLP

A handwritten signature in black ink, appearing to read "Kelly M. Jones", is written over a horizontal line.

Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy P. Cairns (Bar No. 4228)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705
(302) 652-4100
(302) 652-4400

Co-Counsel for the Debtors and Debtors-in-Possession